

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **SGCE LLC**

2. All other names debtor used in the last 8 years
 Include any assumed names, trade names and doing business as names

FDBA SGC Energia Co LLC
FDBA GI - Gassification International US LLC
DBA SGC Energia US
FDBA Broward Investments LLC

3. Debtor's federal Employer Identification Number (EIN)

68-0678237

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

120 N. Munger Street
Pasadena, TX 77506

Number, Street, City, State & ZIP Code

Harris
 County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify:

Debtor **SGCE LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5413**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☒ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	Juniper Specialty Products LLC	Relationship	Affiliate
District	Southern District of Texas	When	6/19/20
		Case number, if known	20-33109

Debtor **SGCE LLC**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☐ No☒ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☒ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☒ Other **Personal property and pilot plant at leased property****Where is the property?****120 N. Munger Street
Pasadena, TX, 77506-0000**

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☒ Yes. Insurance agency **Aon**Contact name **Ricky Wong**Phone **832-476-6528****Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☒ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **SGCE LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 19, 2020**
MM / DD / YYYY**X /s/ John Baumgartner**
Signature of authorized representative of debtor

Title **CRO****John Baumgartner**
Printed name**18. Signature of attorney****X /s/ Brian A. Kilmer**
Signature of attorney for debtorDate **June 19, 2020**
MM / DD / YYYY**Brian A. Kilmer**
Printed name**Kilmer Crosby & Quadros PLLC**
Firm name**712 Main St.
Ste. 1100
Houston, TX 77002**

Number, Street, City, State & ZIP Code

Contact phone **713-300-9662**Email address **bkilmer@kcq-lawfirm.com****24012963 TX**

Bar number and State

SGCE, LLC
Written Consent of the Board of Managers

June 17, 2020

The undersigned, being all of the members of the Board of Managers (the “Board”) of SGCE, LLC, a Delaware limited liability company (the “Company”), by the execution of this written consent (this “Consent”), hereby approve, consent to and adopt the following resolutions and actions therein authorized as the act of the Board by written consent, effective as of the date first set forth above, such approval, consent, and adoption to have the same force and effect as if a meeting of the Board had been duly called and held:

WHEREAS, the Board of has concluded that the Company is insolvent and unable to pay debts as they mature;

WHEREAS, following many discussions with its advisors and based on the advice of its advisors, the Company believes it would be in the best interests of the Company’s creditors and other stakeholders of the Company to file a voluntary petition under Chapter 11 of the Bankruptcy Code in the Southern District of Texas;

WHEREAS, it would be in the best interests of creditors for the Company to retain the law firm of Kilmer Crosby & Quadros PLLC to file a voluntary petition under Chapter 11 of the Bankruptcy Code for the Company; it is:

NOW, THEREFORE, BE IT RESOLVED, that the Company shall file a bankruptcy petition as soon as practicable in accordance with Chapter 11 of the Bankruptcy Code;

RESOLVED, the Board has determined Kilmer Crosby & Quadros PLLC shall be employed as bankruptcy counsel for the Company to file the voluntary petition under Chapter 11 of the Bankruptcy Code;

RESOLVED, that the Chief Restructuring Officer, John D. Baumgartner, be, and hereby is, authorized and directed to execute or have someone else at the company execute and file all petitions, schedules, lists, and other papers, and to take all such further actions, as he necessary, desirable, advisable or appropriate to effectuate or carry out the purposes of any and all of the foregoing resolutions and the transaction[s] contemplated thereby; and that the taking of each such action, the execution and delivery of each such document or instrument shall be conclusive evidence of its necessity or advisability;

RESOLVED, the Secretary and any Assistant Secretary of the Company be, and each of them hereby is, authorized in the name and on behalf of the Company to certify the passage of the foregoing resolutions.

FURTHER RESOLVED, that this Consent may be executed in any number of counterparts by means of an original, facsimile, or portable document format (PDF) signature, each of which shall be deemed an original document and all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, the undersigned have executed this Resolution effective as of June 11, 2020.

[Signature page follows]

MANAGERS:

DocuSigned by:

Zalmie Jacobs

E259DBE373B347F...

Zalmie Jacobs

Glen Gordon

Tom Mara

Max Slivka

MANAGERS:

Zalmie Jacobs



Glen Gordon

Tom Mara

Max Slivka

MANAGERS:

Zalmie Jacobs

Glen Gordon



Tom Mara

Max Slivka

MANAGERS:

Zalmie Jacobs

Glen Gordon

Tom Mara

Max Slivka

Max Slivka

United States Bankruptcy Court
Southern District of Texas

In re **SGCE LLC**

Debtor(s)

Case No.
Chapter**11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
GI - Gasification International US Inc. miguel.martins@sgc.pt		15%	Voting
SGCE Management LLC c/o York Capital Management 767 Fifth Ave., 17th Floor New York, NY 10153		0	Profit Interest
YGTL Investor LLC c/o York Capital Management 767 Fifth Ave., 17th Floor New York, NY 10153		85%	Voting

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **CRO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **June 19, 2020**

Signature

John D. Baumgartner
John Baumgartner

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of Texas**

In re **SGCE LLC**

Debtor(s)

Case No.

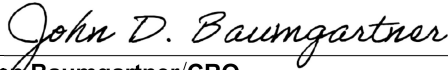
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the CRO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **June 19, 2020**


John Baumgartner/CRO
Signer/Title